

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER

CINCINNATI, OHIO 45202

513 381-2838

CABLE TAFTHOL TWX 810 461-2623

TELECOPIERS  
513-381-0205  
513-381-3363  
513-381-4865

WASHINGTON, D C OFFICE  
SUITE 800-1620 EYE STREET, N W  
WASHINGTON, D C 20006  
202-785-1620

COLUMBUS, OHIO OFFICE  
SUITE 1000-33 NORTH HIGH STREET  
COLUMBUS, OHIO 43215  
614-221-2838

16746  
RECORDATION FILED  
COVINGTON, KENTUCKY OFFICE  
SUITE 340-1717 DIXIE HIGHWAY  
COVINGTON, KENTUCKY 40111  
606-331-2838  
513-381-2838

JAN 31 1990 - 11 05 AM  
January 23, 1990  
INTERSTATE COMMERCE COMMISSION

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

0-031A010

Ms. Noreta R. McGee, Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. McGee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated December 27, 1989.

The names and addresses of the parties to the document are as follows:

BUYER: The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

SELLER: Chattahoochee Industrial Railroad  
Highway 273  
P.O. Box 253  
Cedar Springs, Georgia 31732

The equipment covered by the enclosed document is twenty-five (25) all steel open top hopper railroad cars bearing the reporting marks set forth in Schedule A hereto.

A fee of \$13.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.  
Taft, Stettinius & Hollister  
1800 Star Bank Center  
Cincinnati, Ohio 45202


Ms. Noreta R. McGee, Secretary  
January 23, 1990  
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A short summary of the document to appear in the index follows:

Bill of Sale from Chattahoochee Industrial Railroad, Highway 273, P.O. Box 253, Cedar Springs, Georgia 31732 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, dated December 27, 1989 and covering Twenty-five (25) all steel open top hopper railcars with 100 ton capacity roller bearing trucks built by Greenville Steel Car Company in 1975.

Please call me if you should have any questions.

Yours truly,



Philip F. Schultz

PFS/lsc

SCHEDULE A

|          |          |
|----------|----------|
| CIRR6000 | CIRR6070 |
| CIRR6006 | CIRR6083 |
| CIRR6011 | CIRR6086 |
| CIRR6012 | CIRR6091 |
| CIRR6021 | CIRR6097 |
| CIRR6025 | CIRR6100 |
| CIRR6028 | CIRR6102 |
| CIRR6030 | CIRR6105 |
| CIRR6031 | CIRR6107 |
| CIRR6032 | CIRR6109 |
| CIRR6033 | CIRR6111 |
| CIRR6036 | CIRR6142 |
| CIRR6058 |          |

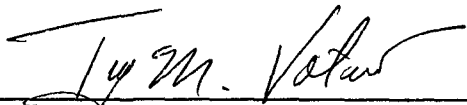
ICCFILE.FRM

RECORDATION NO 16746 FILED 1425

JAN 31 1990 -11 05 AM  
INTERSTATE COMMERCE COMMISSION

CERTIFICATION

The undersigned, Ty M. Votaw, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

  
\_\_\_\_\_  
Notary Public

TY M. VOTAW, Attorney at Law  
NOTARY PUBLIC, STATE OF OHIO  
My Commission has no expiration  
Date. Section 147.03 R2 C2

16746  
RECORDATION NO. FILED 1425

JAN 31 1990 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, CHATTAHOOCHEE INDUSTRIAL RAILROAD (the "Seller") does hereby sell, assign and transfer unto THE DAVID J. JOSEPH COMPANY ("Buyer"), and its successors and assigns, all of the Seller's right, title, and interest in and to the units of railroad rolling stock described in Appendix A hereto (the "Equipment").

The Seller hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That the Seller is the lawful owner of the Equipment and has good, valid and marketable title thereto, free and clear of any charge, lien, encumbrance or other claim or interest of any nature whatsoever;
2. That the Seller has full power and authority to sell and convey the Equipment; and
3. That the Seller has not executed any other Bill of Sale or other instrument which by its terms purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 27<sup>th</sup> day of DECEMBER, 1989.

WITNESS:

CHATTAHOOCHEE INDUSTRIAL RAILROAD

*John A. Williams*

*Charles R. Inman*

Title: VICE PRESIDENT

EXHIBIT B

## APPENDIX A

Twenty five (25) all steel open top  
hopper railcars with 100 ton capacity  
roller bearing trucks built by Greenville  
Steel Car Company in 1975 and bearing  
reporting marks as follows:

|                         |          |
|-------------------------|----------|
| CIRR6000                | CIRR6070 |
| CIRR6006                | CIRR6083 |
| CIRR6011                | CIRR6086 |
| CIRR6012                | CIRR6091 |
| CIRR6021                | CIRR6097 |
| CIRR6025                | CIRR6100 |
| CIRR6028                | CIRR6102 |
| CIRR6030                | CIRR6105 |
| CIRR6031 - CIRR6032 CRR | CIRR6107 |
| CIRR6033                | CIRR6109 |
| CIRR6036                | CIRR6111 |
| CIRR6058                | CIRR6142 |

STATE OF GEORGIA     )  
                              ) SS.  
COUNTY OF             )

On this 21<sup>st</sup> day of December, 1989, before me, the subscriber, Martha Adom, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Charles R. Muntland to me personally known, who stated and acknowledged that he is the Vice President of Chattahoochee Industrial Railroad, a Georgia corporation, and duly authorized by authority of the board of directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21<sup>st</sup> day of December, 1989.

Martha Adom

My commission expires: 3-21-92